

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the shareholders of NIIT Technologies Limited ("the Company") to seek the consent of its members for the passing of the proposed resolution set out below as a Special Resolution by way of Postal Ballot.

The explanatory statement pursuant to Section 102(1) of the Act pertaining to the below mentioned resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form ("the Form"). The Board of Directors of the Company ("the Board") has appointed CS Ranjeet Pandey (Membership No. FCS 5922) of M/s Ranjeet Pandey & Associates, Company Secretaries in practice, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In the event, the draft Resolution as set out herein below is assented to by the requisite majority of shareholders by means of Postal Ballot, it shall be deemed to have been passed as a Special Resolution at a General Meeting. The date of announcement of the results of the Postal Ballot shall be considered to be the date of the General Meeting and the date of passing of the said Special Resolution.

Please read the instructions printed on the Postal Ballot Notice and the Form carefully, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the duly completed Form in original in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before 6:00 p.m. on Thursday, March 12, 2015.

Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form, forming part of the Notice.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the Postal Ballot would be announced on Friday, March 13, 2015 and the same shall be displayed at the Registered Office of the Company, on the website of the Company and would be intimated to the Stock Exchange(s) wherein the shares of the Company are listed and shall also be published in the newspapers.

RESOLUTION:

To authorise the Board of Directors of the Company to secure the borrowings

To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") for mortgaging/charging/hypothecating the movable or immovable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking(s) of the Company in such form and manner as the Board may deem fit, for securing loan(s) and /or advances obtained or that may be obtained from any financial institutions / Banks together with interest, costs, charges and expenses payable by the Company to the concerned lenders and for the purpose of securing the securities (if they comprise of fully / partly secured Convertible Debentures and /or secured Non-Convertible Debenture or any other secured debt instrument) together with interest, remuneration of the Trustees, Premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the Trust Deed /other documents, to be finalized and executed between the Company and the Trustees / Lenders and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Trustees / Lenders, upto a value of and within the overall borrowing limit of Rs. 500 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary."

By Order of the Board

For **NIIT Technologies Limited**

Sd/-

Onkarnath Banerjee

Date: January 14, 2015 Company Secretary & Legal Head
Place: New Delhi (Membership No. ACS8547)

POSTAL BALLOT NOTICE

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Business is appended herein.
2. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members/Records of Depositories as on January 23, 2015. Postal Ballot Notice and Form are being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). In respect of others, these documents are being sent by permitted mode.
3. In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting, printed on the reverse of the Postal Ballot Form, forming part of the Postal Ballot Notice.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical form through registered post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may request the company for a copy of the Form or download the Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.niit-tech.com.

the consent of the shareholders by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees, to secure the repayment of money(ies) borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The shareholders of the Company in the Annual General Meeting of the Company held on July 29, 2004 had accorded their consent to authorize the Board of Directors to create charge(s)/mortgage(s)/hypothecation on the Company's assets both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business), for an amount not exceeding Rs. 500 crores.

Under the provisions of Section 180(1)(a) of the Act, which was made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution through Postal Ballot. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution which was passed under erstwhile Section 293(1)(a) of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014.

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize the Board of Directors of the Company to create charge/mortgage/hypothecation on the assets of the Company, both present and future, to secure the borrowings within the overall limit of Rs. 500 Crores.

The Board, therefore, recommends the Special Resolution as set out above for approval of shareholders through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution either financially or otherwise, except to the extent of their equity holding in the Company, if any.

By Order of the Board

For **NIIT Technologies Limited**

Sd/-

Onkarnath Banerjee

Date: January 14, 2015 Company Secretary & Legal Head
Place: New Delhi (Membership No. ACS8547)

EXPLANATORY STATEMENT

Explanatory Statement for Resolution mentioned above pursuant to Section 102 of the Act

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a company could, with



NIIT TECHNOLOGIES LIMITED

Regd. Office: 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019

CIN: L65993DL1992PLC048753

Ph No.: 011-41675000, Fax No.: 011-41407120

Website: www.niit-tech.com ; Email: investors@niit-tech.com

Sr. No.:

POSTAL BALLOT FORM

1. Name of first Shareholder / Beneficial Owner :
Registered address of the shareholder
2. Name of the Joint holder, if any :
3. Registered Folio No / DP ID* :
& Client ID No.* (*Applicable to Shareholder(s) holding shares in Dematerialized form)
4. No. of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business as stated in the Notice of the Company dated January 14, 2015 by sending my/our assent or dissent to the said Resolution by placing a tick (✓) mark in the appropriate column below:-

Description	No. of shares held	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
Special Resolution to authorize the Board of Directors to secure the borrowings.			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: March 12, 2015 up to 6.00 p.m.

INSTRUCTIONS

1. Shareholder(s) desiring to exercise vote by postal ballot, should complete the Postal Ballot Form and send it to the Scrutinizer at the address mentioned on the self –addressed pre –paid postage business reply envelope. Postage will be borne and paid by the Company. Envelope containing the Postal Ballot Form, if deposited in person or sent by courier at the expenses of the Shareholder(s) will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Shareholder, as per the specimen signature registered with the Company or the Depository Participant(s), as the case may be. In case of joint holding, the form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Shareholder shall be annexed to the Postal Ballot Form.
3. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
4. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter together with the specimen signatures of the duly authorized signatory(ies).
5. A tick mark (✓) should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot form. The assent / dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. (IST) on Thursday , March 12, 2015. Postal Ballot Form received after this date and time, will be strictly treated as if the reply from such Shareholder(s) has not been received.
8. Shareholders are requested to complete the Postal Ballot Form in indelible ink. [avoid completing it by using erasable writing medium(s) like pencil].
9. The Postal Ballot shall not be exercised by a Proxy.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case shareholders cast their vote through E-Voting facility as well as send physical Postal Ballot Form, then voting through e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid.
12. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide facility to its members to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-Voting are as under:

 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open the e-mail and also open PDF file viz; "NIIT Tech. Ltd. e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "e-Voting" opens. Click on e-Voting-Active Voting Cycles.
 - (vii) Select "EVEN" of NIIT Technologies Limited.
 - (viii) Now you are ready for e-Voting as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rp@rpalegal.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - (i) Initial user ID & password is printed on the Postal Ballot Form
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as mentioned in (A) above, to cast vote.
 - II In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com. You may also contact NSDL via e-mail at evoting@nsdl.co.in
 - III If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - IV You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V The e-voting period commences on Wednesday, February 11, 2015 (9.00 a.m. IST) and ends on Thursday, March 12, 2015 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of January 23, 2015.
13. Shareholder(s) may request for a duplicate Postal Ballot Form, if so required. However, the duplicate Postal Ballot Form duly completed and signed should reach the Scrutinizer not later than the date and time specified at serial no. 7 above.
14. The result of the postal ballot will be announced at 5.00 p.m. on Friday, March 13, 2015 at the Registered Office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019 by the Chairman or his authorized representative and the resolution shall be taken as passed effectively on the date of the announcement of postal ballot result. The result of the Postal Ballot will be intimated to the Stock Exchanges, where the shares of the Company are listed and shall also be published in newspapers. The Postal Ballot result alongwith Scrutinizers Report shall also be posted on the website of the Company at www.niit-tech.com and NSDL at www.nsdl.co.in